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7   Attorneys for Plaintiff
    TRADESHIFT, INC.

8

9   UNITED STATES DISTRICT COURT

10   NORTHERN DISTRICT OF CALIFORNIA

11

12   TRADESHIFT, INC., a Delaware corporation,   Case No. 3:20-cv-1294-RS

13   Plaintiff,   **EXHIBITS 1, 3-6, 10 TO JOINT
                                                     LETTER BRIEF RE ROGS 11 & 14**
14   v.   **[Dkt. 83]**

15   BUYERQUEST, INC., an Ohio corporation,

16   Defendant.

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1   Dated: June 7, 2020   ORRICK, HERRINGTON & SUTCLIFFE LLP

2

3   By: */s/ Amy K. Van Zant*
                                                              AMY K. VAN ZANT
4
                                                              Attorneys for Plaintiff
5   TRADESHIFT, INC.

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EXHIBIT 1

# Direct & Indirect Procure-to-Pay Proposal

Agenda

- ❖ Why are we here?

- ❖ Project Scope

- ❖ Product Enhancements

- ❖ Timeline

- ❖ Project Assumptions and Constraints

- ❖ Solution Demo

- ❖ Next Steps

Why are we here?

- Smucker has tight timeline with current Ariba contract

- Concern that Tradeshift's P2P technical and product solution are not at the level required to meet JMS's requirements

- Concern around Tradeshift financial situation and their inability to pay vendors and employees

- Concern around Tradeshift's strategic and product focus in coming years

Current Project Scope

Indirect PO	Supplier Management	Direct PO	Account Payables

Smucker ERP
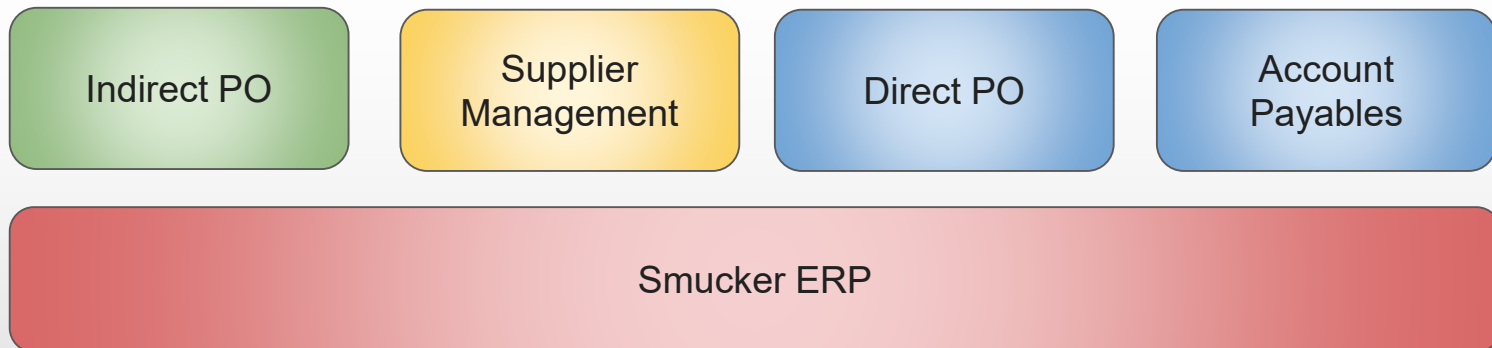
BuyerQuest is currently responsible for Indirect eProcurement and Supplier Catalog Management

Tradeshift is currently responsible for Indirect & Direct Accounts Payable as well as some Supplier Management

Future Project Scope

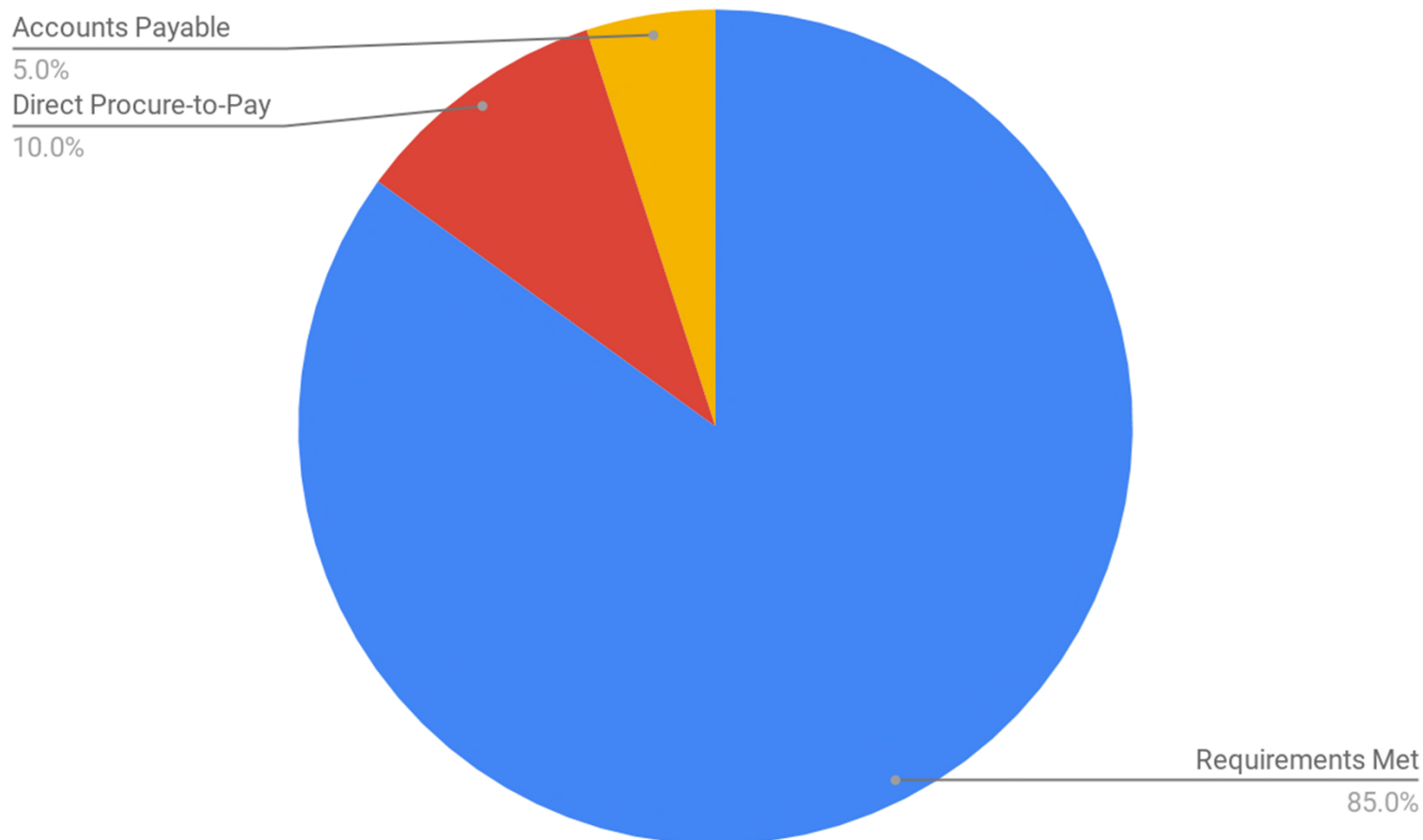| Indirect PO	Supplier Management	Direct PO	Account Payables

Smucker ERP
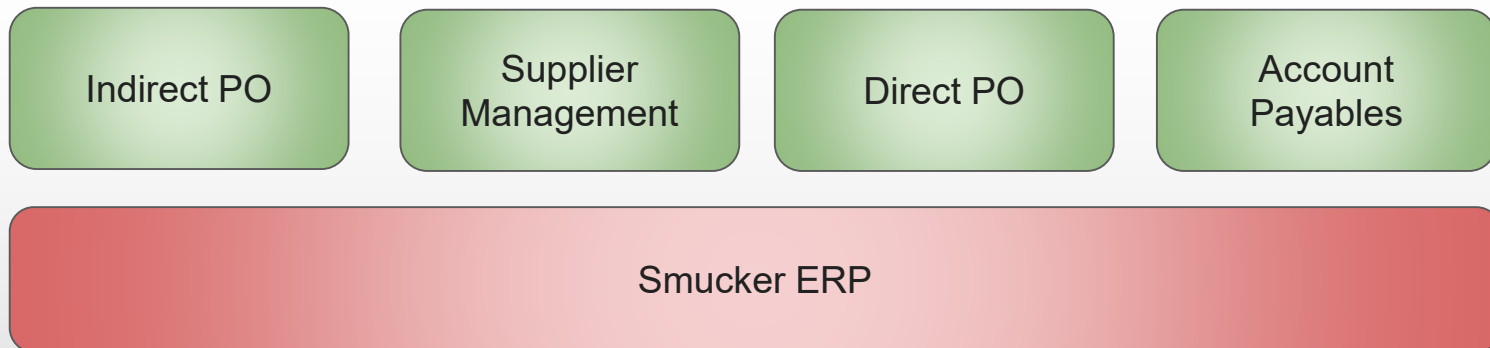
BuyerQuest will take over responsibility for Indirect & Direct POs & Accounts Payable as well as all of the Supplier Management functionality.

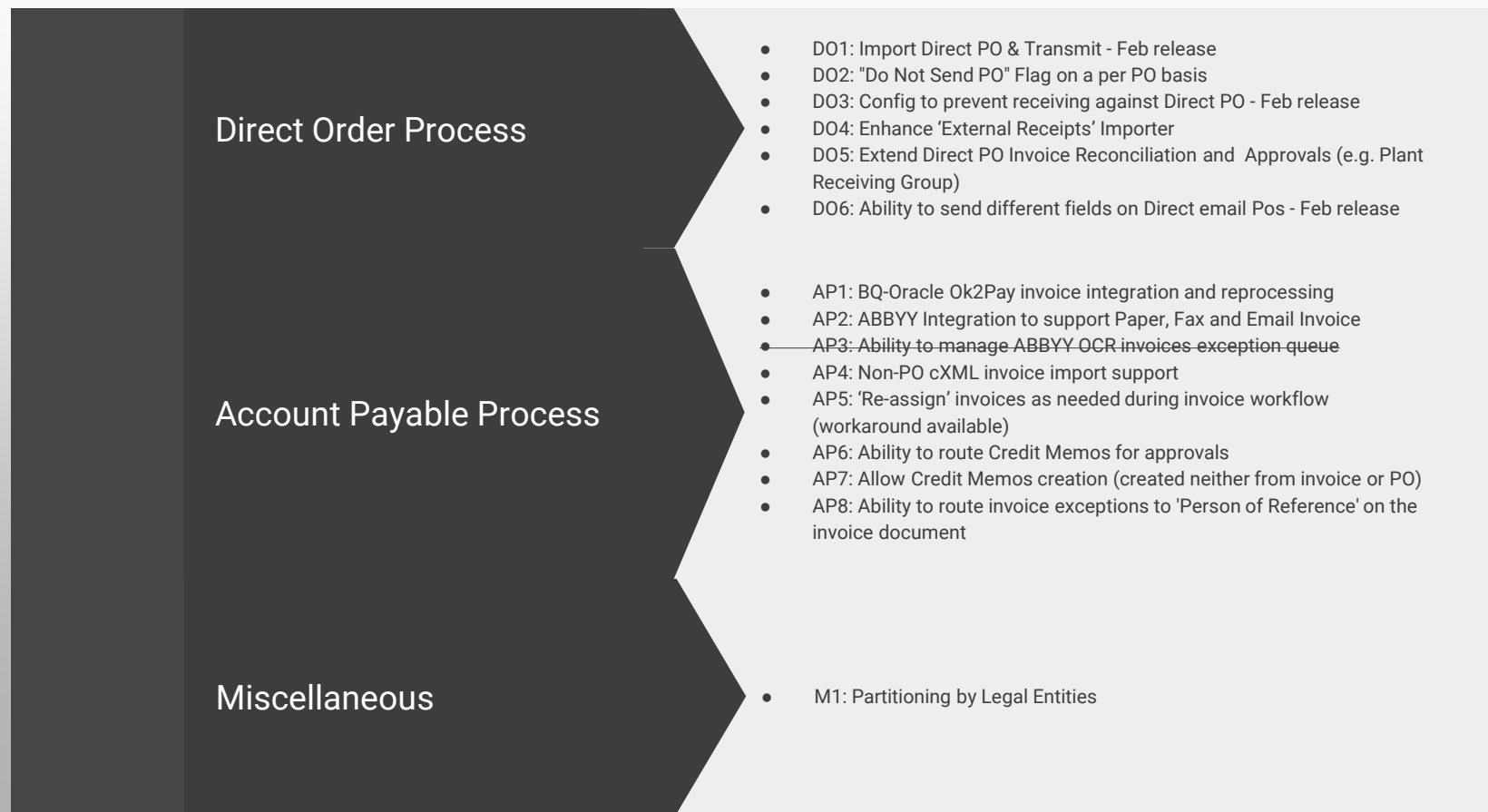Tradeshift software and functionality will not be leveraged.

Current BuyerQuest Capability

BuyerQuest currently meets over 85% of the requirements needed by Smucker for go live.

BuyerQuest Product Enhancements

BuyerQuest will extend/enhance the Product to meet the following JMS anticipated business requirements:

Direct Order Process

- DO1: Import Direct PO & Transmit - Feb release
- DO2: "Do Not Send PO" Flag on a per PO basis
- DO3: Config to prevent receiving against Direct PO - Feb release
- DO4: Enhance 'External Receipts' Importer
- DO5: Extend Direct PO Invoice Reconciliation and Approvals (e.g. Plant Receiving Group)
- DO6: Ability to send different fields on Direct email Pos - Feb release

Account Payable Process

- AP1: BQ-Oracle Ok2Pay invoice integration and reprocessing
- AP2: ABBYY Integration to support Paper, Fax and Email Invoice
- ~~AP3: Ability to manage ABBYY OCR invoices exception queue~~
- AP4: Non-PO cXML invoice import support
- AP5: 'Re-assign' invoices as needed during invoice workflow (workaround available)
- AP6: Ability to route Credit Memos for approvals
- AP7: Allow Credit Memos creation (created neither from invoice or PO)
- AP8: Ability to route invoice exceptions to 'Person of Reference' on the invoice document

Miscellaneous

- M1: Partitioning by Legal Entities

*For contingency purposes only

Implementation Milestones

Major Milestone:

- Go Live - May 4th, 2020

Incremental Milestones:

- BuyerQuest Product Releases
- Smucker Integration Build
- System Integration Testing
- User Testing

Project Assumptions & Constraints

- Jointly prioritize 'Pre' and 'Post' Go-Live project and product requirements

- Leverage OOTB BuyerQuest Payables functionality to address AP business requirements where possible

- Complete Discovery and Requirements Sign-off by January 31st

- Firm sign-off path forward & scope changes by January 17th

- Finalize delivery estimates & timeline by January 31st

Solution Demo

- Speed to Selection
  - Product Purchase
  - Services Purchase

- Speed to Payment

- Spend Management
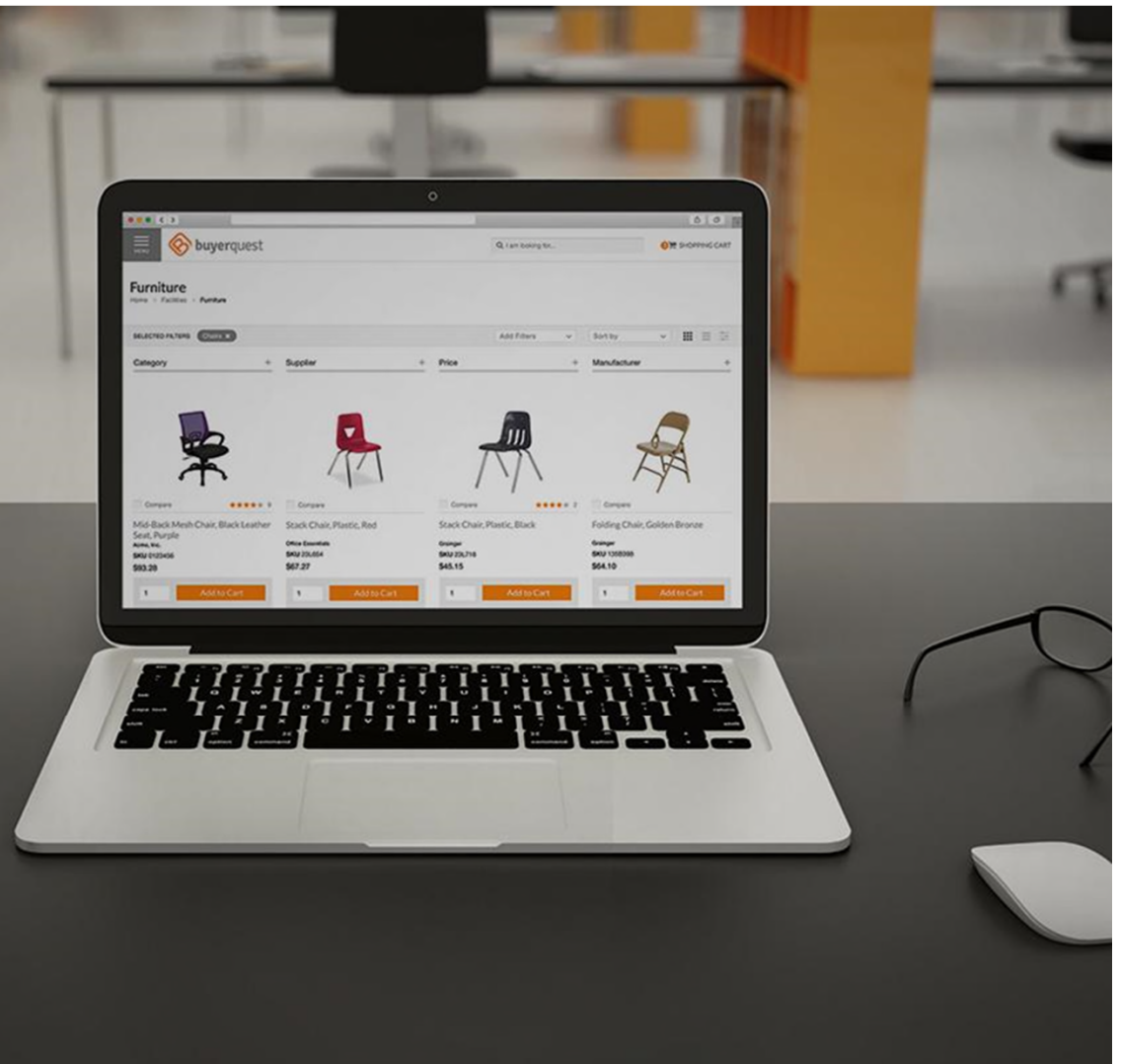
Next Steps

1. Need official green light by January 17th to achieve May 4th go live date

1. BuyerQuest-Smucker alignment on open Requirements

1. BuyerQuest-Smucker alignment on full Project Plan

Thank You!

Why BuyerQuest?

Fortune 500 Companies Depend on Us

Ranked #1 by Gartner

Ranked #1 on G2

"The BuyerQuest platform has allowed us to streamline the purchase of indirect goods by giving our users one place to shop across multiple suppliers with an intuitive user interface."

-Matt H., Project Sponsor, Chick-fil-A

Implementation Timeline

	January	February	March	April	May	June
Discovery	▬					
Build-Go Live		★ ★				
Test-Go Live						
Deploy				▬☆		
Supplier Enablement						
Post Go Live Build and Test				★	★	
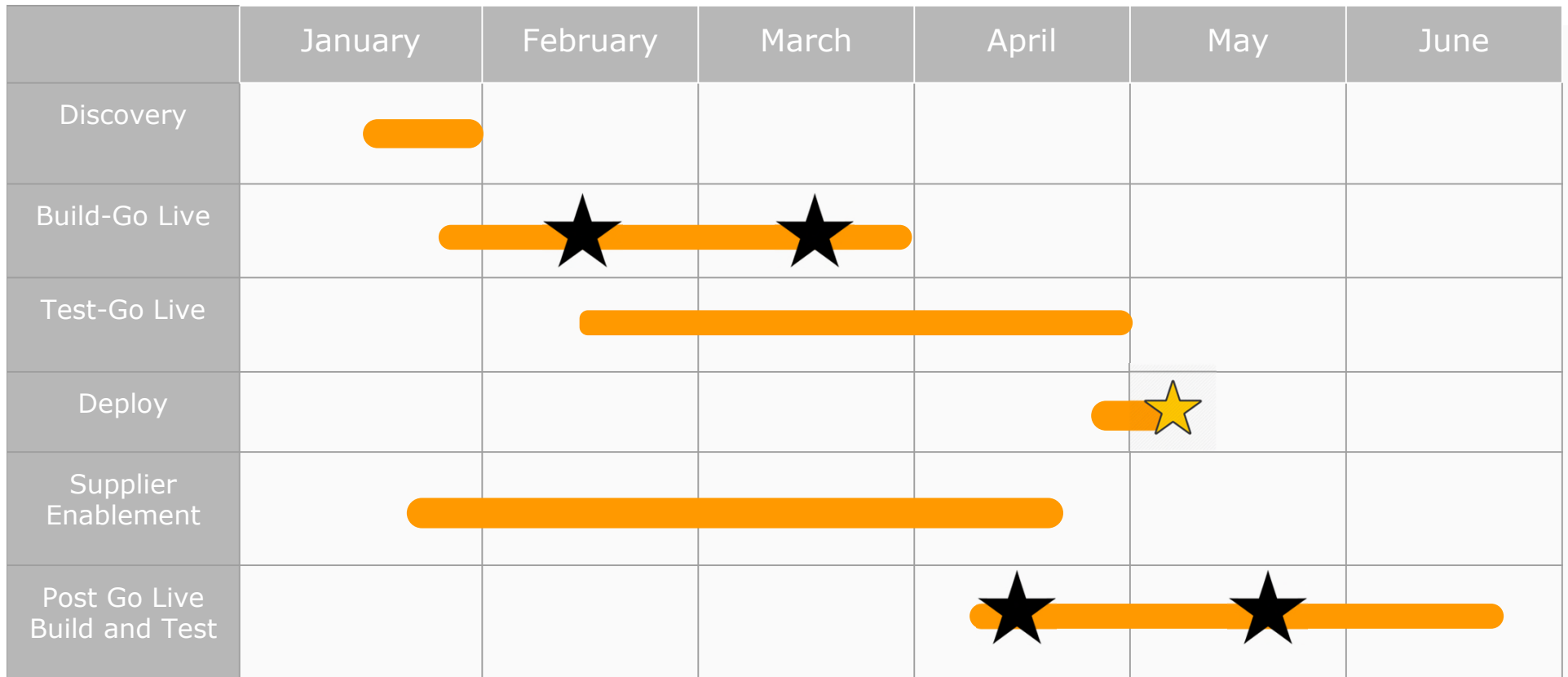
★ BuyerQuest Product Releases

☆ Go Live

Why BuyerQuest

o   List Benefits here

1

Current.....
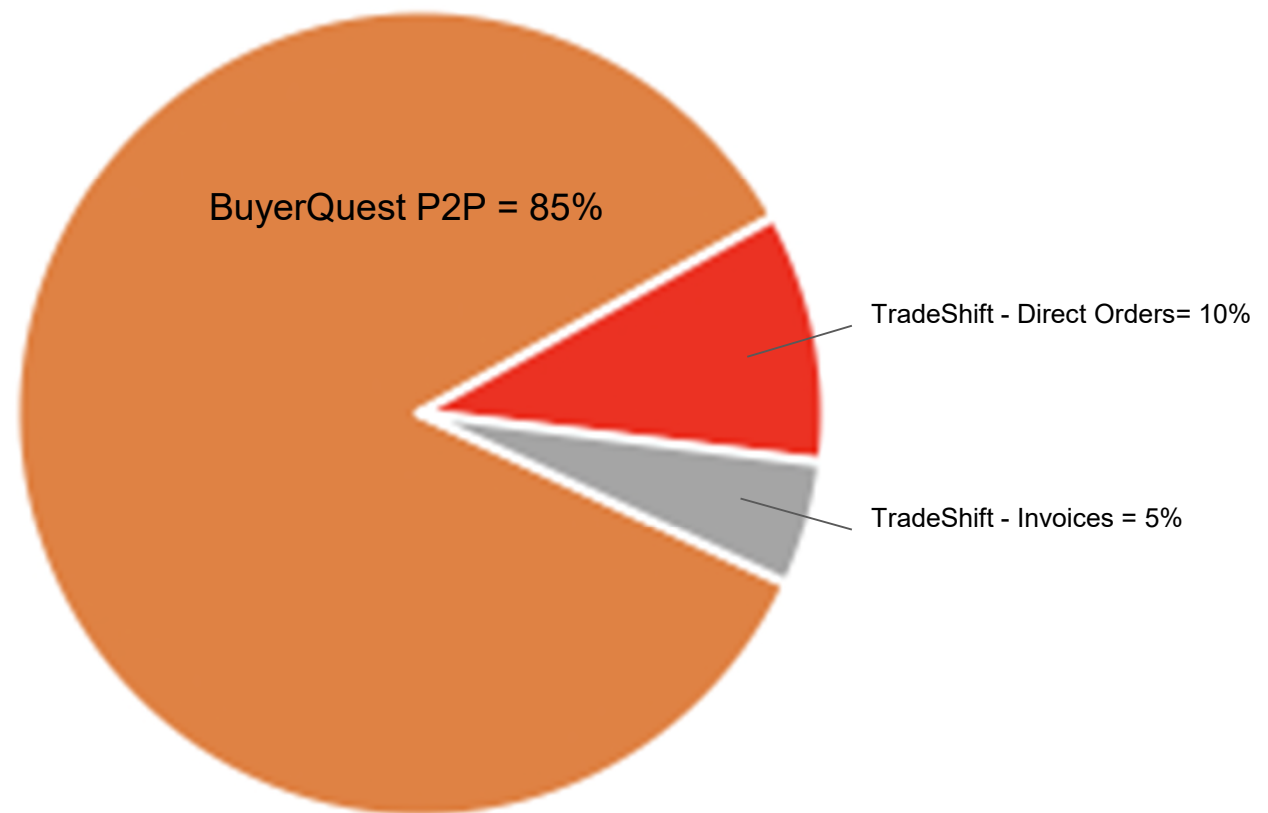
Slide 16

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1   what underlying point are we trying to convey with this slide?
            Salman Siddiqui, 12/6/2019

EXHIBIT 3

Messages in smucker_p2p on 2019-12-06

JM jack.mulloy (Jack Mulloy) 2019-12-06 11:22 AM
Team.....a few updates regarding TradeShift:
• I spoke with Dan Roehrs today.....according to Dan: TS hasn't paid the China team in months, TS credit cards have been shutoff (by the creditor) and all travel costs need to be paid for with personal credit cards and submitted via expense report; TS had an all-hands meeting this week where Christian was berated by TS team members and didnt' have many answers (regarding funding, product strategy, etc)

JM jack.mulloy (Jack Mulloy) 2019-12-06 11:23 AM
Most of the sales and partner team members are awaiting commissions or bonuses....That's why folks like Dan Roehrs / Jim Rahill / Bent Christianson are sticking around...they want the funding to happen so that they can collect and then leave.

JM jack.mulloy (Jack Mulloy) 2019-12-06 11:23 AM
So.....

JM jack.mulloy (Jack Mulloy) 2019-12-06 11:24 AM
As we think about Smucker's....i think it's imperative that we think layout our contingency plan (in the form of a deck) to discuss internally and eventually share with Jason Barr at Smucker's.....i'm still not sure as to the timing of the meeting with Jason.

JM jack.mulloy (Jack Mulloy) 2019-12-06 11:27 AM
The rumor at TS is that the "Series F" funding round is almost done......According to TS, they won't be paying any vendors until the funding is complete.

JM jack.mulloy (Jack Mulloy) 2019-12-06 11:28 AM
My concern is that the Series F round was supposed to be completed in September.....with each passing day, the downround that TS faces becomes exponentially worse. (Debt is increasing, noise is increasing, customers are churning, growth is non-existent)....all that's left is Christian's line of bullshit

JM jack.mulloy (Jack Mulloy) 2019-12-06 11:29 AM
so, i think we owe it to Jason Barr and the Smucker's team to truly be ready to 'catch them' when TS falls

KM kmuskoff (Kyle Muskoff) 2019-12-06 11:32 AM
I'll put together an outline deck that we can fill in as a team. I'll share in this channel soon

KM kmuskoff (Kyle Muskoff) 2019-12-06 11:50 AM
https://docs.google.com/presentation/d/1yJyGlVema-ILM5dVf0IQu2Y0OAa4CtXjTREntRHi4hA/edit?usp=sharing

Smucker Proposal

https://buyerquest.slack.com/files/U0N0ENYUF/FR5FX8N3T/smucker_proposal

JM jack.mulloy (Jack Mulloy) 2019-12-06 12:21 PM
let's talk on Monday about Smucker / TS

SS salman (Salman Siddiqui) 2019-12-06 12:21 PM
ok

SS salman (Salman Siddiqui) 2019-12-06 12:38 PM
things to mull over the weekend:
• What's our line in the sand for this account? At what point, do we tell Smucker's 'that's it, we can't partner with TS on this?'
• Does it hurt us or help us if we give overly bullish message to Smuckers that we can replace TS in a hurry?

JM jack.mulloy (Jack Mulloy) 2019-12-06 12:40 PM
from a financial perspective, I will ask Jason to hold any further payments to TradeShift....At some point, we'll collect the $ due to BuyerQuest (either through TS or from Smucker)......

JM jack.mulloy (Jack Mulloy) 2019-12-06 12:41 PM
Jason has made it clear that he wants to go-live with a combined BQ / TS solution....once live, he's open to bouncing TS out completely OR bifurcating the contract between BQ / TS so that we are direct with Smucker

JM jack.mulloy (Jack Mulloy) 2019-12-06 12:42 PM
all of that said, i have concerns that TradeShift will not exist as a company on May 1st, 2020.......if this plays out, we need to be in a position to support Smucker......

JM jack.mulloy (Jack Mulloy) 2019-12-06 12:43 PM
that doesn't mean that we have to be FULLY ready to replace Ariba's Supplier Network on May 1st.....i'm confident that Smucker could extend the use of Ariba (ASN) for 3-6 months and allow for BQ to further build / test our capabilities around supporting direct orders

JM jack.mulloy (Jack Mulloy) 2019-12-06 12:44 PM

JM My recommended approach to Jason would be.....mitigate risk right here.....pull all the indirect P2P activities into BQ....BQ will do the supplier enablement for Catalogs / PO's / Invoices for the 20+ in scope vendors

JM **jack.mulloy (Jack Mulloy)** 2019-12-06 12:45 PM
from a direct order perspective....it's working today with Ariba.....Smucker's could negotiate an extension to the ASN so that direct orders could continue to flow through the ASN until September 1st (or some date in the future)

JM **jack.mulloy (Jack Mulloy)** 2019-12-06 12:46 PM
my understanding is that BuyerQuest has 100% of the P2P functionality required to support Smucker's indirect P2P requirements.

JM **jack.mulloy (Jack Mulloy)** 2019-12-06 12:46 PM
and that the only product gap revolves around the ability to accept 3rd party PO's

EXHIBIT 4

From: Kyle Muskoff (via Google Slides) <drive-shares-noreply@google.com>
Sent: Friday, December 06, 2019 11:50 AM PST
To: jack@buyerquest.com <jack@buyerquest.com>
CC: salman@buyerquest.com <salman@buyerquest.com>; dan@buyerquest.com <dan@buyerquest.com>
Subject: Smucker Proposal - Invitation to edit

kyle.muskoff@buyerquest.com has invited you to **edit** the following presentation:

- Smucker Proposal

I put together a structural deck that we can use to guide the conversation around Smucker.

The first slide has recommendations of who should fill in the remaining slides. Please review - it might make sense for us to jump on a phone call sooner than later to coordinate.

Open in Slides

Google Slides: Create and edit presentations online.

Google LLC, 1600 Amphitheatre Parkway, Mountain View, CA 94043, USA

You have received this email because someone shared a presentation with you from Google Slides.

EXHIBIT 5

Messages in mpdm-salman--ayesha--danutyuzh-1 on 2020-01-02

DU **danutyuzh (Dan Utyuzh)** 2020-01-02 10:40 AM
hey guys, I had several follow ups from our call earlier this week:

1. Non PO Invoice approach and approvals:

Screen Shot 2020-01-02 at 1.39.28 PM.png

https://buyerquest.slack.com/files/U0EKYEV5X/FS74VRUG4/screen_shot_2020-01-02_at_1.39.28_pm.png

DU **danutyuzh (Dan Utyuzh)** 2020-01-02 10:42 AM
2. 2 and 3 way matching match requirements.

Screen Shot 2020-01-02 at 1.41.11 PM.png

https://buyerquest.slack.com/files/U0EKYEV5X/FRUQSLRQS/screen_shot_2020-01-02_at_1.41.11_pm.png

DU **danutyuzh (Dan Utyuzh)** 2020-01-02 10:43 AM
FYI, for matching, not sure why they didn't include that only Goods will be done 3 way and services 2 way
(that is 100% accurate)

DU **danutyuzh (Dan Utyuzh)** 2020-01-02 10:43 AM
I can send you the entire solutions doc (TS doc) if you would like

SS **salman (Salman Siddiqui)** 2020-01-02 10:43 AM
send the doc

SS **salman (Salman Siddiqui)** 2020-01-02 10:45 AM
I cleaned up the Product Requirements excel spreadsheet. and added some more to what I think we missed in
our prev conversation

SS **salman (Salman Siddiqui)** 2020-01-02 10:45 AM
https://docs.google.com/spreadsheets/d/1D3r3HvxICRsjAMv8UZJ2qw6iUzGXzMAsv_YOxbiuQcI/edit#gid=0

JMS Potential BQ Product Requirements

https://buyerquest.slack.com/files/U0GM6QUUF/FS9ECSB0F/jms_potential_bq_product_requirements

DU **danutyuzh (Dan Utyuzh)** 2020-01-02 10:48 AM

TSS Solution Description.pdf

https://buyerquest.slack.com/files/U0EKYEV5X/FS9EG3QMV/tss_solution_description.pdf

DU **danutyuzh (Dan Utyuzh)** 2020-01-02 10:48 AM
Sounds good Salman

DU **danutyuzh (Dan Utyuzh)** 2020-01-02 10:49 AM
AP5 - Im not sure that's a gap. I'm pretty sure I tried this out but I could be wrong

SS **salman (Salman Siddiqui)** 2020-01-02 10:52 AM
I wag going off of this ---

image.png

https://buyerquest.slack.com/files/U0GM6QUUF/FS7JT0UUQ/image.png

SS **salman (Salman Siddiqui)** 2020-01-02 10:52 AM
non-PO invoices will need to be coded and then ACC will need to be run

DU **danutyuzh (Dan Utyuzh)** 2020-01-02 10:53 AM
i can give it a test. as I believe I tested it after sending that message

SS **salman (Salman Siddiqui)** 2020-01-02 11:53 AM
TS doc is an interesting read to compare theirs capabilities with out system. If you are in the office next week,
let's do a working session to see how we would model some of these requirements. will be an interesting
exercise. Are you pretty fluent in our invoice module?

DU **danutyuzh (Dan Utyuzh)** 2020-01-02 11:54 AM
I am pretty fluent and I am in the office next week.

SS **salman (Salman Siddiqui)** 2020-01-02 11:54 AM
sounds good

SS **salman (Salman Siddiqui)** 2020-01-02 11:55 AM
there is a lot of 'Reassigning' going on invoices in TS. Do you think we have a workaround that JMS will be okay with or do we need a true re-assign feature

SS **salman (Salman Siddiqui)** 2020-01-02 11:55 AM
?

DU **danutyuzh (Dan Utyuzh)** 2020-01-02 02:12 PM
salman (Salman Siddiqui) we require the supplier enter a "Requestor". this is the approach that JMS wants...i feel we are ok with omitting "reassign" behavior, however what we don't currently support is the ability to leverage Delegation for invoice approvals (and this will be needed).

Screen Shot 2020-01-02 at 5.10.30 PM.png

https://buyerquest.slack.com/files/U0EKYEV5X/FS7RQN76Z/screen_shot_2020-01-02_at_5.10.30_pm.png

SS **salman (Salman Siddiqui)** 2020-01-02 02:13 PM
U thinking to use delegation as a workaround for reassign?

SS **salman (Salman Siddiqui)** 2020-01-02 02:14 PM
Is that what u suggesting?

DU **danutyuzh (Dan Utyuzh)** 2020-01-02 02:14 PM
yes that is what I'm suggesting

SS **salman (Salman Siddiqui)** 2020-01-02 02:15 PM
Pretty creative but it won't work. Everyone will be doing a delegation to everyone else.. it will be a big spider web of open ended delegations

DU **danutyuzh (Dan Utyuzh)** 2020-01-02 02:16 PM
I can dig into how important "reassign" is

SS **salman (Salman Siddiqui)** 2020-01-02 02:16 PM
yup, that might be the right approach

EXHIBIT 6

Messages in smucker_p2p on 2020-01-06

salman (Salman Siddiqui) 2020-01-06 06:19 AM
Added a slide and updated one. With product delta required

danutyuzh (Dan Utyuzh) 2020-01-06 06:34 AM
salman (Salman Siddiqui) I only had March and April releases in there the first time. I added May, let me know if you also want June in there as well (will depend on which feature goes in which release). Please review how I assigned each requirement by release in the POST GO LIVE section.

Smucker P2P (2).xlsx

https://buyerquest.slack.com/files/U0EKYEV5X/FSA7945V2/smucker_p2p__2_.xlsx

danutyuzh (Dan Utyuzh) 2020-01-06 07:21 AM
!channel timeline slide in the deck has been updated and is inline with the above detailed project plan

salman (Salman Siddiqui) 2020-01-06 08:33 AM
danutyuzh (Dan Utyuzh) — looks like there are 2 decks floating around.

salman (Salman Siddiqui) 2020-01-06 08:34 AM
this one, which you updated -
https://docs.google.com/presentation/d/1RYoLzbHJoVYWHtQ_DoxzrsJqjruppYK6TLvPEKlhgqQ/edit#slide=id.g6fca8554e0_0_18

and this one that Kyle created for Tuesday meeting — https://docs.google.com/presentation/d/1yJyGlVema-ILM5dVf0IQu2Y0OAa4CtXjTREntRHi4hA/edit#slide=id.g6495ab0d44_0_24

Smucker Proposal

https://buyerquest.slack.com/files/U0N0ENYUF/FR5FX8N3T/smucker_proposal

salman (Salman Siddiqui) 2020-01-06 08:37 AM
let's add a 3rd monthly release in your timeline. And mark the Apr, May, Jun milestones with the JMS logo color to denote that those are their releases

danutyuzh (Dan Utyuzh) 2020-01-06 09:15 AM
Timeline updated in deck from Tuesday

salman (Salman Siddiqui) 2020-01-06 10:00 AM
!channel — let's huddle in Jack's office or front conf room to discuss the Smcuker's deck & meeting?

salman (Salman Siddiqui) 2020-01-06 10:02 AM
sending an invite for 1:30pm

jack.mulloy (Jack Mulloy) 2020-01-06 10:39 AM
http://linkedin.com/in/kevin-hare-75023b8|linkedin.com/in/kevin-hare-75023b8

jack.mulloy (Jack Mulloy) 2020-01-06 10:39 AM
http://linkedin.com/in/mike-sterle|linkedin.com/in/mike-sterle

jack.mulloy (Jack Mulloy) 2020-01-06 10:40 AM
http://linkedin.com/in/russellwilson|linkedin.com/in/russellwilson

jack.mulloy (Jack Mulloy) 2020-01-06 10:41 AM
http://linkedin.com/in/bryan-hiles-67ab8632|linkedin.com/in/bryan-hiles-67ab8632

kmuskoff (Kyle Muskoff) 2020-01-06 12:15 PM
I updated the slides - please review prior to your meeting

EXHIBIT 10

From: Jack Mulloy <jack@buyerquest.com>
Sent: Friday, December 20, 2019 10:33 AM PST
To: Salman Siddiqui <salman@buyerquest.com>; Luke Batman <luke.batman@buyerquest.com>; Karen Bare <karen.bare@buyerquest.com>; Kyle Muskoff <kyle.muskoff@buyerquest.com>; Dan Utyuzh <dan@buyerquest.com>
Subject: Smucker's Update

Team,

I had a good call this morning with Jason Barr and Mike Sterle from Smucker (JMS).

Some notes:

- Mike Sterle laid out how he is looking at closing the gap:
1) Invoicing
- BQ needs to integrate with the Invoice OCR provider, Abbyy
https://www.abbyy.com/en-us/
- JMS needs a refresher on how BQ invoicing works (via a demo and discussion)

2) Supplier Portal
- JMS wants to see how Suppliers will interact with the BQ from a PO and Invoicing perspective

3) Direct Orders
- This is clearly the biggest gap in our solution.   So, JMS wants to understand how we plan to close this gap in the coming months.

- Smucker will be in our office on Tuesday, January 7th to discuss our go-forward plan in more detail.   For this meeting, we should be prepared to speak to : The updated project timeline (by week), the product roadmap updates to support JMS, a demo of the Invoicing functionality and supplier portal.

- As part of the Jan 7th discussions, Jack, Jason, and Luke will split off at some point and talk about the go-forward commercials and contracting process.

- I think our product team should familiarize ourselves with the Abbyy website. Their website appears to have lots of relevant information for integration partners. In truth, integration with an OCR / Imaging solution will be a great step forward for the BQ platform. Hopefully Abbyy has a good solution and we can look to position them in go-forward opportunities as well.

- Jason mentioned that January 17th is the date when JMS will officially give us the greenlight to move forward.   Starting now, Jason will be building the story as to why TradeShift failed & how BuyerQuest can save the day at JMS.

- For obvious reasons, JMS asked us to keep this very quiet for now.

Needless to say, we will start the year with a ton of activity & momentum at JMS and really across the business.

Props to Dan for leading such a great project at JMS to-date. It's because of Dan's (and Beth's) efforts that we are in this position to expand our footprint at JMS and ultimately make JMS successful.

Thanks,
Jack

--

Jack Mulloy | Chief Executive Officer
cell 216.798.7336
email jack@buyerquest.com
skype jack mulloy
www.buyerquest.com

Video - *Rethink Procurement. Think BuyerQuest.*